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OF COUNSEL  
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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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January 30, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Railcar Leasing Agreement Synopsis, dated December 4, 1995, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Residual Based Finance Corporation  
Three First National Plaza  
Suite 1240  
Chicago, Illinois 60602

Lessee: AMG Resources Corporation  
4100 Grand Avenue  
Neville Island, Pennsylvania 15226

A description of the railroad equipment covered by the enclosed document is:

sixteen (16) gondola railcars bearing AMGX reporting marks and road numbers as set forth in the Synopsis

*Counterparts - Limbertman*

Mr. Vernon A. Williams  
January 30, 1998  
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

FEB 2 '98

1-50 PM

RAILCAR LEASING AGREEMENT SYNOPSIS  
For  
INTERSTATE COMMERCE COMMISSION RECORDATION

THIS SYNOPSIS OF, RAILCAR LEASING AGREEMENT evidences the Railcar Leasing Agreement dated as of August 27, 1991, and Rider 3 to Railcar Leasing Agreement, dated as of December 4, 1995 (the "Lease") between Residual Based Finance Corporation, an Illinois corporation (the "Lessor"), and AMG Resources Corporation, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor represents that it has the right to lease certain Gondolas bearing the reporting marks: AMGX 5000, 5035, 5036, 5040, 5044, 5059, 5091, 5093, 5097, 5098, 5099, 5200, 5201, 5202, 5203, 5204. The Lessee leased from the Lessor all the Cars at the rentals and upon the terms and conditions provided in the lease and the Rider thereto.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Synopsis of Lease as of December 4, 1995.

LESSOR

Residual Based Finance corporation

By: 

Title: President

LESSEE

AMG Resources corporation

By: 

Title: CEO

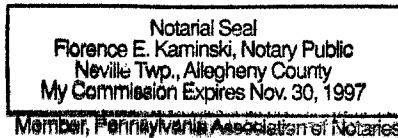
COUNTY OF Allegheny

STATE OF Pa.

On December 6, 1995 before me, the undersigned, a Notary Public, in and for said State, personally appeared Ronald R. Zorn, known to me to be the CFO of AMG Resources Corporation, that executed the within instrument, known to me to be the person who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors, for the purposes and consideration therein expressed.

WITNESS my hand and official seal

Florence E. Kaminski  
Notary Public, Allegheny County  
State of Pennsylvania  
My Commission: Nov. 30, 1997



COUNTY OF Cook

STATE OF Illinois

On December 12, 1995 before me, the undersigned, a Notary Public, in and for said State, personally appeared Vincent A. Kolber, known to me to be the President of Residual Based Finance Corporation, that executed the within instrument, known to me to be the person who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors, for the purposes and consideration therein expressed.

WITNESS my hand and official seal

Juliette K. Hackett  
Notary Public Cook County  
State of Illinois  
My Commission: 11-7-99

